

EXHIBIT A

Allen Declaration


DECLARATION

Under penalty of perjury, I do hereby declare that on November 18, 2003, I was engaged by the law firm of Williams Mullen, P.C., located at 1666 K Street, N.W., Washington, D.C. 20006, to obtain the following public records from the Federal Communications Commission ("FCC") Public Reference Room:


- Network Affiliation Agreement for KBBJ, Havre, MT, Facility ID 83689 (Sunbelt Communications Company)
- Network Affiliation Agreement for KBAO, Lewistown, MT, Facility ID 84794 (Sunbelt Communications Company)
- Network Affiliation Agreement for KTVH, Helena, MT, Facility ID 5290 (Beartooth Communications Company)
- Network Affiliation Agreement for KSWY, Sheridan, WY, Facility ID 81191 (Sunbelt Communications Company)
- Network Affiliation Agreement for KCWY, Casper, WY, Facility ID 68713 (Sweetwater Broadcasting Company)

After an exhaustive and full review of all documents in the respective files for each of the aforementioned stations in the FCC's Public Reference Room, and after a formal written request to the FCC's Office of the Secretary, none of the aforementioned records were available for public inspection.

I declare under penalty of perjury that the foregoing is true and correct. Executed on December 10, 2003.


Robert C. Allen
Allen Communications Research, Inc.
1850 M Street, N.W.
Suite 240
Washington, D.C. 20036

Subscribed to and sworn before me this 10th day of December, 2003


NOTARY PUBLIC

Commission Expires: _____

Diane P. Hayes
Notary Public, District of Columbia
My Commission Expires 07-14-2008

EXHIBIT B

Loving Declaration

DECLARATION OF A. EUGENE LOVING

Under penalty of perjury I, A. Eugene Loving, hereby declare that:

1. I am the Chairman and Chief Executive Officer of Max Media LLC ("Max"), the parent company of Max Media of Montana LLC and Max Media of Montana II LLC. I have personal knowledge of the following facts, except where noted.

2. A subsidiary of Max purchased television station KTGF, Great Falls, Montana ("KTGF"), from Continental Television Network ("Continental") on March 1, 2001.

3. KTGF is affiliated with the NBC Television Network ("NBC") pursuant to an affiliation agreement dated April 5, 1996 (the "Affiliation Agreement"). The Affiliation Agreement expires in July 2005.

4. To the best of my knowledge, no other television station currently licensed to Great Falls, Montana, has an NBC affiliation or other arrangement to carry NBC programming now or commencing in July 2005.

5. Approximately six months after the KTGF acquisition was consummated, a broadcast station broker named Jerry Proctor suggested Max Media should consider buying station KTVH in Helena, Montana. KTVH is or was at the time owned by Sunbelt Communications Company ("Sunbelt").

6. Mr. Proctor explained that Max needed to purchase KTVH to protect our NBC affiliation in Great Falls. To support this statement, Mr. Proctor sent us a copy of an April 28, 1999 letter from John Damiano, the Senior Vice President of NBC Television Network Affiliate Relations, addressed to James C. Rogers ("Rogers"), who I believe to be the Chairman of Sunbelt (the "1999 Letter").

7. A true copy of the 1999 Letter is attached hereto as Exhibit 1. This is the best copy that Max has of the 1999 Letter.

8. Continental had not disclosed any information regarding the 1999 Letter, and Continental maintains it had no knowledge of the 1999 Letter before the sale of KTGF was consummated.

9. I spoke with Rogers after reading the NBC April 1999 Letter and he confirmed that his Helena station was going to broadcast NBC programming to Great Falls in accordance with the 1999 Letter and that I should buy his Helena station (which would cure the problem when our Great Falls NBC affiliation would be terminated in favor of Sunbelt). Later, Rogers offered to sell Max KTVH at a price Max deemed to be extraordinarily high. I believe that Rogers felt he could ask such a price because of his agreement with NBC that would deprive KTGF of the NBC affiliation in Great Falls.

10. During the same time frame Max was questioning NBC executives as to why they withheld their intention not to renew KTGF's affiliation agreement when we bought KTGF. In discussions with NBC executives, I personally expressed my dissatisfaction with the arrangement between NBC and Sunbelt/Rogers.

11. I engaged the services of a consulting communications engineer to study the situation in Great Falls and the potential of KTVH to provide coverage to Great Falls. The analysis provided by the consulting engineer confirmed Max's understanding that KTVH in Helena could never provide coverage to Great Falls comparable to that of KTGF. I provided this analysis to NBC.

12. Shortly thereafter, I received a letter from John Damiano dated September 24, 2001 (the "Damiano Letter"), attached hereto as Exhibit 2.

13. The Damiano Letter acknowledged the analysis of the engineering consultants, and seemingly clarified that the agreement NBC had with Sunbelt/Rogers was conditional on

Sunbelt/Rogers obtaining certain performance and viewership criteria in Great Falls. If Sunbelt/Rogers could not, as our consultant's analysis indicated, attain those levels, Damiano said Max could then meet with NBC to discuss continuing KTGF's NBC affiliation. Based on this letter and similar encouragement that Max was given orally, Max felt comfortable that NBC would continue with KTGF, a full power station with a long history of NBC service to the market, rather than move the network to any facility inferior to the present KTGF coverage.

14. During 2003, I observed that NBC and Sunbelt/Rogers were continuing to take actions that were consistent with the plan outlined in the 1999 Letter, including:

- a. Sunbelt's stations in Havre and Lewistown, which are within the Great Falls DMA, had begun re-broadcasting NBC programming from KTVH in Helena, acting as satellites of Helena rather than serving each local community from local studios as originally expected;
- b. Sunbelt's Havre station applied to the FCC for additional waivers to avoid having to provide a studio in the city of license;
- c. Sunbelt filed an application for a Channel 12 KTVH Helena booster station in downtown Great Falls, and continues to be an applicant for low power service to Great Falls;
- d. Sunbelt has applied for several translator construction permits within the Great Falls DMA; and
- e. I learned of the termination of KTWO's NBC network affiliation agreement in early September 2003, and the subsequent NBC affiliation given to the Sweetwater Broadcasting Company station in Casper, Wyoming, KCWY.

15. In September 2003, I contacted NBC to discuss KTGF's future NBC affiliation in Great Falls. On September 9, 2003, an internal NBC email from Jean Dietze to John Damiano was forwarded to me, attached hereto as Exhibit 3. I was shocked to read the email, which was the first indication I had received that NBC would not renew KTGF's affiliation regardless of Sunbelt/Roger's inability to provide comparable coverage in Great Falls, or before they met with us as described in the September 24 Damiano Letter.

16. In September 2003, I offered to sell KTGF to Rogers. Rogers responded that he had no interest. To the best of my knowledge, Sunbelt/Rogers are not currently negotiating to purchase any FCC- licensed broadcast television station in Great Falls.

17. In response to my subsequent correspondence with NBC complaining about the Sunbelt/Rogers arrangement, I received a letter from NBC's Randel Falco dated October 22, 2003, attached hereto as Exhibit 4.

18. In the last sentence of his letter, Mr. Falco referred to "NBC's other Max affiliation agreements," stating that NBC would "honor them until expiration." In the correspondence I had with Mr. Falco about this matter, I cannot recall mentioning or questioning the status of Max's other NBC affiliates. The only reason I can think of that Mr. Falco would include this sentence is that he was sending a message that our other NBC affiliation in our other markets could be in jeopardy should we pursue this matter any further.

19. In summary, it is my understanding that none of the Sunbelt/Rogers stations are licensed to Great Falls, Montana; none of the licensees of the Sunbelt/Rogers stations, their subsidiaries, affiliates, or parent organizations, now owns or operates a television station capable of becoming a full power NBC affiliate licensed to the community of Great Falls in the

foreseeable future; and the coverage possible by grant of the applications Sunbelt has on file at the FCC will not equal the current full power coverage of KTGF. The arrangement between Rogers, Sunbelt, and NBC is going to deprive Max of its NBC programming, and it appears to me that no other full power television broadcast station licensed to Great Falls will have access to NBC programming if the arrangement is allowed to stand.

I declare under penalty of perjury that the foregoing is true and correct. Executed on February 18, 2004.



A. Eugene Loving

EXHIBIT 1

April 26, 1999 NBC Letter

NBC TELEVISION NETWORK

April 24, 1960

Boyd
We 7

Mr. James E. Rogers
President
Sunbelt Communications Company
1500 Foremaster Lane
Las Vegas, Nevada 89101

Dear Sir:

I am writing in reference to the several instances which Sunbelt Communications through its various subsidiaries, has undertaken in various Mountain Time zone markets involving the NBC Television Network. Some of these may take time to implement, but it is our intent to indicate an ongoing commitment between our two companies in these areas. Obviously, the contents of this correspondence are confidential.

First, should the results of research being conducted in Idaho and Lewistown indicate to NBC the potential to increase its network performance, NBC will agree to affiliate with stations of Channel 13 KTVH, the NBC affiliate in Helena, Montana as soon as those two stations become operational. Those stations will be constructed in Havre, Montana and Lewistown, Montana. There will be no additional financial consideration for KTVH or its affiliate.

Second, NBC agrees to transfer its network affiliation from KTVB in Casper, Wyoming to Sunbelt Communications, or one of Sunbelt's subsidiaries, at the conclusion of NBC's current Casper affiliation agreement. At such time as Sunbelt has an operational facility in Casper to broadcast all the NBC programming, NBC will notify the present affiliate in Casper that NBC will not renew KTVB's affiliation agreement with it unless, should KTVB then wish to terminate its affiliation agreement with NBC before the affiliation agreement would otherwise terminate, Sunbelt facilities in Casper would begin to broadcast NBC's programming in Casper as soon as the present owner and NBC are free of any contractual obligations. NBC understands that Sunbelt Communications will provide facilities and staff and news programming at least equal to that in Sunbelt's NBC station in Helena, Montana, but not less than KTVB has provided its viewers at any time in the past. The news operation will be expanded to any Wyoming satellite viewers at any time in the past. The news operation will be expanded to any Wyoming satellite viewers at any time in the past. The news operation will be expanded to any Wyoming satellite viewers at any time in the past.

Third, as a reaffirmation of our previous verbal agreement with Sunbelt, NBC agrees that a station to be constructed by Sunbelt in Sheridan, Wyoming on Channel 9, on which Sunbelt holds a construction permit, will become the NBC affiliate of such time as broadcast facilities are completed and the station begins broadcasting.

Page Two
Letter to J. Rogers - Sunbelt Communications
April 25, 1995

Fourth, NBC agrees to the transfer of KJWY in Jackson, Wyoming, currently an NBC satellite of KPVI, the NBC station in Pocatello-Idaho Falls, Idaho, to the status of an NBC satellite station of Sunbelt's Casper station when Sunbelt's Casper station becomes affiliated with NBC.

Fifth, NBC would agree that as Sunbelt Communications acquires other satellite locations within the State of Wyoming, on which Sunbelt would supply Wyoming news programming, NBC would give serious consideration, consistent with its affiliation policies, to make those stations NBC satellite affiliate stations. In no circumstance could Sunbelt contract satellites or transmitters in states adjacent to Wyoming to serve Wyoming viewers without express written consent from NBC.

Sixth, NBC had made a decision that it will not renew its affiliation agreement with Channel 16 in Great Falls, Montana. That agreement will not expire until July 2001. It is NBC's understanding that if NBC does not renew that agreement, Beartooth Communications Company, the NBC affiliate in Helena, Montana, will establish a news bureau in Great Falls that would make KTVH in Helena competitive with the present ABC and CBS stations in Great Falls. It is NBC's further understanding that the signal from Channel 12 in Helena is either now or will be adequate to cover the Great Falls area so there will be no substantial reduction in viewership of NBC programming in the Great Falls DMA. Channel 12 in Helena, with the added coverage of Channel 8 in Havre and Channel 13 in Lewistown, will serve to further cover the Great Falls DMA presently covered by Channel 16 in Great Falls.

NBC and Sunbelt have had a great partnership and our future should prove even more positive for you and us. We look forward to working with you for many years to come.

Sincerely,

JFD:amh

Cc: L. Alder
J. Clats
J. Kitch

EXHIBIT 2

September 24, 2001 Damiano Letter

30 Rockefeller Plaza
New York, NY 10112
212-664-4327
212-664-2700-Fax
john.damiano@nbc.com - e-mail

A Division of
National Broadcasting
Company, Inc.

John F. Damiano
Executive Vice President
Affiliate Relations



NBC TELEVISION NETWORK

September 24, 2001

Mr. Gene Loving
Max Media
900 Laskin Road
Virginia Beach, VA 23451

Dear Gene:

I am writing in response to your letter to me, dated August 10, 2001, with respect to the NBC affiliation in the Great Falls, Montana market. Although I disagree with many of the assertions set forth in the letter, I do not wish to refute each point or correct each fact at this time.

You have repeatedly told me that the content of a letter from NBC to Sunbelt Communications Company has been disclosed to you. I confirm your understanding that upon the expiration of KTGF's affiliation agreement, if certain performance and viewership criteria are satisfied, NBC will grant Sunbelt the affiliation covering Great Falls. If these criteria are not satisfied, NBC will use its business judgment and discretion to determine which station it wishes to be the NBC affiliate, as it has traditionally done upon the expiration of affiliation agreements.

You have provided me with documentation which you believe indicates that Sunbelt will be unable to satisfy the performance and viewership criteria. If your belief is correct, Max Media will be welcome to meet with NBC to discuss a continued affiliation of KTGF, as NBC decides with whom to affiliate in the Great Falls area.

Sincerely,

A handwritten signature in black ink, appearing to read "John", written over a horizontal line.

John Damiano

EXHIBIT 3

September 9, 2003 Dietze e-mail

Subj: FW: Max Media
Date: 9/9/2003 7:35:50 PM Mid-Atlantic Standard Time
From: John.Damiano@nbc.com
To: AELMax@aol.com
CC: John.Damiano@nbc.com, Jean.Dietze@nbc.com

Gene,

I'm forwarding Jean Dietze's response to your inquiry. Whether or not Sunbelt has any interest in your properties would have to be determined between you and them.

John

● —Original Message—

- > From: Dietze, Jean (NBC)
- > Sent: Tuesday, September 09, 2003 3:21 PM
- > To: Damiano, John (NBC)
- > Cc: Dietze, Jean (NBC)
- > Subject: Max Media
- >
- > John, as requested by Max Media, I had a conversation with Bill Fouch of
- > Sunbelt regarding the points outlined in the letter sent to me by Gene
- > Loving (September 2.)
- >
- > Sunbelt Broadcasting has assured NBC that its current plan to build its
- > own studio out of which they will do local news and base a local sales
- > staff there is going to continue. The new station will operate on Channel
- > 12.
- >
- > Our plan remains not to renew the affiliation on KTGF when it expires.
- > Official notice will be sent to Max Media a year out. However, if they
- > prefer we can send documentation earlier.

EXHIBIT 4

October 22, 2003 Falco Letter

30 Rockefeller Plaza
New York, NY 10112
212 644-3003
212 644-3019 Fax
randy.falco@nbc.com

A Division of
National Broadcasting
Company, Inc.

Randall A. Falco
Group President



October 22, 2003

Geno Loving
Max Media
Chairman and Chief Executive Officer
900 Laskin Road
Virginia Beach, VA 23451

Dear Geno:

You have misinterpreted my letter to you dated October 16. I also find many of your comments and implied accusations disturbing and have forwarded them to our attorneys for review.

Again, NBC will honor your affiliation agreement in Great Falls until it expires. NBC's future in Great Falls as in any other market when a contract expires is at our own discretion for whatever reasons we may have. Networks and stations alike have that same right as contracts terminate. Our current plan, which has been communicated to you on more than one occasion, is to affiliate with Sunbelt in Great Falls when our contractual commitment with you has expired. As for NBC's other Max Media affiliation agreements, we will also honor them until expiration.

Sincerely,

A handwritten signature in black ink, appearing to read "Randall A. Falco".

Randall A. Falco

EXHIBIT C

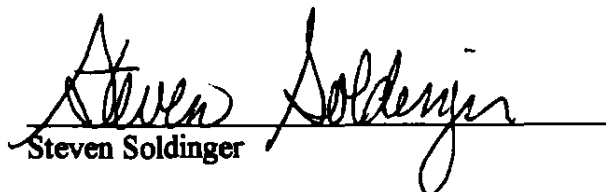
Soldinger Declaration

DECLARATION

Under penalty of perjury, I, Steven Soldinger, hereby declare that:

1. I was the Chief Operating Officer of Wyoming Channel 2 Inc., headquartered in Little Rock, Arkansas.
2. Sometime in late 2000 or early 2001, Wyoming Channel 2 Inc. purchased television stations KTWB and KKTU located in Casper, Wyoming. These stations were affiliated with the National Broadcasting Company ("NBC") under an affiliation agreement set to expire in September 2003.
3. While conducting due diligence regarding the purchase of KTWB and KKTU, I found a copy of a letter dated April 26, 1999, from NBC's John Damiano to James Rogers. A true copy of that letter is attached hereto as Exhibit A (the "NBC Letter").
4. After I found the NBC Letter, I communicated with John Damiano about NBC's intentions regarding the expiration of the NBC affiliation agreement with KTWB and KKTU. On Friday, February 16, 2001, Mr. Damiano confirmed to me that it was NBC's intention not to renew the affiliation agreement at the conclusion of its term.
5. NBC did not renew its affiliation agreement with KTWB and KKTU upon its expiration.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on January 12, 2004.


Steven Soldinger

Subscribed to and sworn before me this 12 day of January, 2004

Mia Conley Richard
NOTARY PUBLIC

Commission Expires: 4-15-11



April 26, 1988

Board
wa 7

Mr. James E. Rogers
President
Sunbelt Communications Company
1500 Foremaster Lane
Las Vegas, Nevada 89101

Dear Jim:

I am writing in reference to the several initiatives which Sunbelt Communications, through its various subsidiaries, has undertaken in various Mountain Time zone markets involving the NBC Television network. Some of these may take time to implement, but this letter will indicate an ongoing commitment between our two companies in these areas. Obviously, the contents of this correspondence are confidential.

First, should the results of research being conducted in Havre and Lewistown indicate to NBC the potential to increase its network performance, NBC will agree to affiliate with satellites of Channel 12 KTVH, the NBC affiliate in Helena, Montana as soon as those two satellites become operational. These satellites will be constructed in Havre, Montana and Lewistown, Montana. There will be no additional financial compensation for KTVH or its satellites.

Second, NBC agrees to transfer its network affiliation from KTWO in Casper, Wyoming to Sunbelt Communications, or one of Sunbelt's subsidiaries, at the conclusion of NBC's current Casper affiliation agreement. At such time as Sunbelt has an operational facility in Casper to broadcast all the NBC programming, NBC will notify the present affiliate in Casper that NBC will not renew KTWO's affiliation agreement when it expires. Should KTWO then wish to terminate its affiliation agreement with NBC before the affiliation agreement would otherwise terminate, Sunbelt's facilities in Casper would begin to broadcast NBC's programming in Casper as soon as the present owner and NBC are free of any contractual obligations. NBC understands that Sunbelt Communications will provide facilities and staff and news programming at least equal to that in Sunbelt's NBC station in Helena, Montana, but not less than KTWO has provided its viewers at any time in the past. The news operation will be extended to any Wyoming satellites of Sunbelt's Casper broadcast facility at such time as NBC agrees to affiliate with such Wyoming satellite station.

Third, as a reaffirmation of our previous verbal agreement with Sunbelt, NBC agrees that a station to be constructed by Sunbelt in Sheridan, Wyoming on Channel 9, on which Sunbelt holds a construction permit, will become the NBC affiliate or satellite at such time as broadcast facilities are completed and the station begins telecasting.



Fourth, NBC agrees to the transfer of KJYY in Jackson, Wyoming, currently an NBC affiliate of KPMI, the NBC station in Pocatello-Idaho Falls, Idaho, to the state of an NBC satellite station of Sunbelt's Casper station when Sunbelt's Casper station becomes affiliated with NBC.

Fifth, NBC would agree that as Sunbelt Communications acquires other satellite stations within the state of Wyoming, on which Sunbelt would supply Wyoming news programming, NBC would give serious consideration, consistent with its affiliation policies, to make those stations NBC satellite affiliate stations. In no circumstance could Sunbelt restrict satellite or transmitters in states adjacent to Wyoming to serve Wyoming viewers without express written consent from NBC.

Sixth, NBC had made a decision that it will not renew its affiliation agreement with Channel 15 in Great Falls, Montana. That agreement will not expire until July 2003. It is NBC's understanding that if NBC does not renew that agreement, Bearfoot Communications Company, the NBC affiliate in Helena, Montana, will establish a news bureau in Great Falls that would make KTVH in Helena competitive with the present ABC and CBS stations in Great Falls. It is NBC's further understanding that the signal from Channel 12 in Helena is strong over all of NBC programming in the Great Falls area and there will be no substantial reduction in viewership of Channel 12 in Helena and Channel 13 in Lewistown, will serve to further cover the Great Falls DMA presently covered by Channel 15 in Great Falls.

NBC and Sunbelt have had a great partnership and our future should prove even more positive for you and us. We look forward to working with you for many years to come.

Sincerely,

[Signature]

JFD:amh
cc: L. Alden
J. Distas
J. Kitch